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Fill in this information to identify the case:			
United States Bankruptcy Court for the:			
Eastern District of Texas			
(State) Case number (If known):	Chapter <u>11</u>		

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1.	Debtor's name	Visalus, Ir	IC.					
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names							
3.	Debtor's federal Employer Identification Number (EIN)	20 2	385625		_			
4.	Debtor's address	Principal place of business 901 Sam Rayburn Highway Number Street			Mailing address, if different from principal place of business Number Street			
		Melissa City		TX State	75454 ZIP Code	P.O. Box	State	ZIP Code
		Collin County				principal plac	rincipal assets, if diff e of business reet	erent from
5.	Debtor's website (URL)	N/A				City	State	ZIP Code
5.	Debtor's website (URL)	Melissa City Collin County	<u> </u>	TX		P.O. Box City Location of pr principal place Number Str	State rincipal assets, if diff e of business	- F

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Debt	or Visalus, Inc.	Case number (if known)
6.	Type of debtor	☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) ☐ Partnership (excluding LLP) ☐ Other. Specify:
7. Describe debtor's busines		A. Check one: Health Care Business (as defined in 11 U.S.C. § 101(27A)) Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) Railroad (as defined in 11 U.S.C. § 101(44)) Stockbroker (as defined in 11 U.S.C. § 101(53A)) Commodity Broker (as defined in 11 U.S.C. § 101(6)) Clearing Bank (as defined in 11 U.S.C. § 781(3)) None of the above
		 B. Check all that apply: ☐ Tax-exempt entity (as described in 26 U.S.C. § 501) ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11)) C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.
8.	Under which chapter of the Bankruptcy Code is the debtor filing?	Check one: Chapter 7 Chapter 9 Chapter 11. Check all that apply: Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B). The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11. A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
		 ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form. ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2. ☐ Chapter 12
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years? If more than 2 cases, attach a separate list.	✓ No When Case number District When Case number Case number

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Debtor	Visalus, Inc.	Case number (if known)							
	Name								
pend	ny bankruptcy cases ing or being filed by a	✓ No No Debtor		Relationship					
	ness partner or an nte of the debtor?								
		District		When MM / DD /YYYY					
	l cases. If more than 1, a separate list.	Case number, if know	vn						
11. Why distri	is the case filed in this	Check all that apply:							
		Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.							
		☐ A bankruptcy case conce	erning debtor's affiliate, general pa	rtner, or partnership is pending in this district.					
posse prope	the debtor own or have ession of any real erty or personal property needs immediate tion?	Why does the prop It poses or is alle What is the haze It needs to be ph It includes perish attention (for exa	perty need immediate attention? eged to pose a threat of imminent ard? nysically secured or protected from the protected of prot	and identifiable hazard to public health or safety. In the weather. Quickly deteriorate or lose value without meat, dairy, produce, or securities-related					
			City	State ZIP Code					
		Is the property insi	ured?						
		□ No							
			gency						
		Contact nam	ne						
		Phono							
		Phone							
	Statistical and adminis	trative information							
	or's estimation of able funds	rs. e available for distribution to unsecured creditors.							
		1 -49	1,000-5,000	25,001-50,000					
	nated number of	50-99	5 ,001-10,000	50,001-100,000					
credi	tors	☐ 100-199 ☐ 200-999	10,001-25,000	✓ More than 100,000					

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Debtor	Visalus, Inc.		Case n	umber (if known)			
15. Estima	ited assets	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 m \$100,000,001-\$500 m	lion [\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion		
16. Estima	ted liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 m \$100,000,001-\$500 m	lion [\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion		
	Request for Relief, Dec	laration, and Signatures					
WARNING		ious crime. Making a false stal nt for up to 20 years, or both. 1			can result in fines up to		
	ation and signature of ized representative of	The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.					
		I have been authorized to	o file this petition on behalf	of the debtor.			
		e belief that the information is true and					
		I declare under penalty of per	rjury that the foregoing is tru	ue and correct.			
		Executed on 12/5/2024 MM / DD / Y					
	X Niklas Sarnicola			Niklas Sar	nicola		
		Signature of authorized repre		Printed name			
18. Signati	ure of attorney	★ Jeff Carruth		Date	5/2024		
		Signature of attorney for debtor		MM	/ DD / YYYY		
		Jeff Carruth					
Printed name Weycer Kapl a			aski & Zuber P.C.				
		Firm name 2608 Hibernia St.					
		Number Street Dallas		TX	75204		
		City		State	ZIP Code		
		(713) 961-9045 Contact phone		jcarruth Email addre	@wkpz.com		
		24001846		TX			
		Bar number		State			

WAIVER OF NOTICE AND RESOLUTION OF BOARD OF DIRECTORS OF VISALUS, INC.

A Nevada Corporation

The undersigned, constituting all of the members of the Board of Directors of ViSalus, Inc., a Nevada corporation (the "Corporation"), acting by unanimous written consent in accordance with the Bylaws of the Corporation and applicable law, having waived notice of the time, place and purpose of a meeting of the Board of Directors of the, enacted the following resolution by unanimous vote during a meeting of the Board of Directors that took place on Friday November 22, 2024.

WHEREAS, the Corporation is a defendant in a class action, *Wakefield v. Visalus, Inc.*, currently pending in the United States District Court for the District of Oregon as Case No. 3:15-cv-1857-SI (the "Wakefield Litigation"); and

WHEREAS, the District Court entered a judgment against the Corporation in the Wakefield Litigation "for an aggregate amount not to exceed \$925,218,000" plus \$2,000 to the Plaintiff Lori Wakefield for her personal claim; and

WHEREAS, the Corporation appealed the judgment in the Wakefield Litigation, and the United States Court of Appeals for the Ninth Circuit vacated in part and remanded to the District Court to determine whether the judgment amount violated the Corporation's due process rights; and

WHEREAS, on remand, the District Court has ordered the Corporation to pay for a notice and claims process; and

WHEREAS, the cost of the notice and claims process ordered by the District Court far exceeds the Corporation's available cash;

WHEREAS, the Corporation has insufficient funds to continue to participate in the Wakefield Litigation; and

WHEREAS, the Corporation currently has no operating business; and

WHEREAS, the Corporation's assets are substantially limited to certain tax-related assets (net operating losses) and ownership (direct and indirect) of various subsidiaries with intangible assets but no operating business or liquid assets; and

WHEREAS, the Corporation wishes to manage the liquidation of its assets in a cost-effective and rational manner; and

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NOW, THEREFORE, be it

RESOLVED, that the Corporation file a petition for relief under Chapter 11 of the United States Bankruptcy Code as soon as practicable; and

FURTHER RESOLVED, that Nicklas Saricola ("Saricola") is hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and in the best interests of the Corporation, its creditors and other interested parties, that the Corporation file such a petition for relief

FURTHER RESOLVED, that Saricola or his designee is hereby authorized to serve as the Corporation's' representative in the bankruptcy proceeding or any other related proceeding and to take any and all other actions necessary in those proceedings;

FURTHER RESOLVED, that the Corporation retains the law firm Lesnick Prince & Pappas LLP as general bankruptcy counsel in the United States for purposes of, among other things, representing the Corporation in its chapter 11 case to the extent and under the terms and conditions mutually acceptable;

FURTHER RESOLVED, that the Corporation approves the retention of any additional law firm necessary to file and/or prosecute the Corporation's chapter 11 case.

DIRECTORS:
Dated as of: November 22, 2024
Nicklas Samicola
Dated as of: November 22, 2024
Blake Mallen

NOW, THEREFORE, be it

RESOLVED, that the Corporation file a petition for relief under Chapter 11 of the United States Bankruptcy Code as soon as practicable; and

FURTHER RESOLVED, that Nicklas Saricola ("Saricola") is hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and in the best interests of the Corporation, its creditors and other interested parties, that the Corporation file such a petition for relief

FURTHER RESOLVED, that Saricola or his designee is hereby authorized to serve as the Corporation's' representative in the bankruptcy proceeding or any other related proceeding and to take any and all other actions necessary in those proceedings;

FURTHER RESOLVED, that the Corporation retains the law firm Lesnick Prince & Pappas LLP as general bankruptcy counsel in the United States for purposes of, among other things, representing the Corporation in its chapter 11 case to the extent and under the terms and conditions mutually acceptable;

FURTHER RESOLVED, that the Corporation approves the retention of any additional law firm necessary to file and/or prosecute the Corporation's chapter 11 case.

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L			U			U	-

Dated as of: November 22, 2024

Nicklas Sarnicola

Dated as of November 22, 2024

Blake Mallen